

ROCKGATE CAPITAL CORP  
Form 425  
October 30, 2013

Filed by Denison Mines Corp.  
Pursuant to Rule 425 under the Securities Act of 1933, as amended  
Subject Company: Rockgate Capital Corp.  
Commission File Number: 132-02778  
Date: October 30, 2013

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**PRESS RELEASE**

For Immediate Release

TSX: DML

NYSE MKT: DNN

Currency: CAD\$

**DENISON EXTENDS TAKEOVER BID FOR ROCKGATE TO NOVEMBER 18, 2013 AND LOWERS MINIMUM TENDER  
CONDITION TO 66 2/3%**

TORONTO, ON October 30, 2013 Denison Mines Corp. ( **Denison** ) today announced that it has agreed to reduce the minimum tender condition relating to its offer (the **Offer** ) to acquire all of the outstanding common shares of Rockgate Capital Corp. ( **Rockgate** ) to 66 2/3% and to extend the offer deadline to 4:00 pm (Toronto time) on November 18, 2013 (the **Expiry Time** ). Denison also announced that the holders of options to purchase 11 million Rockgate shares that were issued on September 30, 2013 (the **2013 Options** ) have undertaken to Denison not to exercise the 2013 Options unless another change of control transaction is announced by a third party that the board of directors of Rockgate determines is superior to the Offer, prior to the Expiry Time. Denison has also waived certain of its bid conditions as they relate to the grant of the 2013 Options and the entering into of certain retention and consulting agreements. A Notice of Extension and Variation in respect of these changes will be sent to Rockgate's shareholders by Denison.

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We are very pleased to have reached this understanding with Rockgate's Board and its optionholders, said Ron Hochstein, Denison's President and Chief Executive Officer. We are thrilled to have the opportunity to add Falea and Rockgate's other properties to our African portfolio and hope to continue the legacy of great work completed on these projects to date. Karl Kottmeier, President and CEO of Rockgate, and his team have been instrumental in developing Rockgate's properties through very challenging political and market conditions. I would also like to thank Karl, and the other members of the Rockgate board, for their contributions to allowing the Offer to proceed towards a successful conclusion.

Denison's takeover bid remains open for acceptance. Rockgate shareholders requiring assistance in order to accept Denison's offer may contact Denison's Information Agent, Laurel Hill Advisory Group toll free at, 1-877-452-7184 (1-416-304-0211 collect outside North America) or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

### **About Denison's Offer**

Full details of Denison's offer are included in the formal offer and takeover bid circular ( **Denison's Offer and Circular** ), which has been filed with securities regulatory authorities (together with all related documents) and is available under Rockgate's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or on Denison's website at [www.denisonmines.com](http://www.denisonmines.com).

This press release does not constitute an offer to buy or an invitation to sell, or the solicitation of an offer to buy or invitation to sell, any securities of Denison or Rockgate. Such an offer may only be made pursuant to Denison's Offer and Circular and pursuant to registration or qualification under the securities laws of any other such jurisdiction.

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Denison has filed with the U.S. Securities and Exchange Commission (the **SEC**) a Registration Statement on Form F-8 which includes Denison's Offer and Circular. Investors and security holders are urged to read Denison's Offer and Circular regarding the proposed transaction referred to in this document because it contains important information. Investors and security holders may obtain a free copy of Denison's Offer and Circular and certain other offer documents filed by Denison with the Canadian provincial securities regulators on SEDAR at [www.sedar.com](http://www.sedar.com), and with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of any such documents may be obtained free of charge upon request made to Sheila Colman, the Corporate Secretary of Denison at 595 Bay Street, Suite 402, Toronto, ON, Canada, M5G 2C2.

### **Depository and Information Agent**

Questions and requests for assistance may be directed to Computershare Investor Services Inc., the Depository for Denison's offer, or Laurel Hill Advisory Group, the Information Agent for Denison's offer, at the addresses and telephone numbers set out below.

#### **The Depository:**

Computershare Investor Services Inc.  
Toll-Free Phone: 1-800-564-6253  
Toll-Free Facsimile: 1-888-453-0330  
E-mail: [corporateactions@computershare.com](mailto:corporateactions@computershare.com)

#### **The Information Agent:**

Laurel Hill Advisory Group  
Toll-Free Phone: 1-877-452-7184  
Outside of North America Phone: 1-416-304-0211  
  
Facsimile: 1-416-646-2415  
E-mail: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

#### **For further information please contact:**

#### **Investors and analysts**

Ron Hochstein

*President, Chief Executive Officer*

Sophia Shane

*Investor Relations*

Phone: (416) 979-1991

Email: [info@denisonmines.com](mailto:info@denisonmines.com)

**About Denison**

Denison is a uranium exploration and development company with interests in exploration and development projects in Canada, Zambia, Namibia, and Mongolia. Including the high grade Phoenix deposits, located on its 60% owned Wheeler project, Denison's exploration project portfolio includes 49 projects and totals approximately 597,000 hectares in the Eastern Athabasca Basin region of Saskatchewan. Denison's interests in Saskatchewan also include a 22.5% ownership interest in the McClean Lake joint venture, which includes several uranium deposits and the McClean Lake uranium mill, one of the world's largest uranium processing facilities, plus a 25.17% interest in the Midwest deposit and a 60% interest in the J-Zone deposit on the Waterbury property. Both the Midwest and J-Zone deposits are located within 20 kilometres of the McClean Lake mill. Internationally, Denison owns 100% of the conventional heap leach Mutanga project in Zambia, an approximate 77% interest in the Dome

project in Namibia, and an 85% interest in the in-situ recovery projects held by the Gurvan Saihan joint venture in Mongolia.

Denison is engaged in mine decommissioning and environmental services through its DES division and is the manager of UPC, a publicly traded company which invests in uranium oxide and uranium hexafluoride.

Additional information about Denison is available on Denison's website at [www.denisonmines.com](http://www.denisonmines.com) or under its profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR at [www.sec.gov](http://www.sec.gov).

#### **Cautionary Statement Regarding Forward-Looking Statements**

*Certain information contained in this press release constitutes forward-looking statements, within the meaning of the United States Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of similar Canadian legislation concerning the business, operations and financial performance and condition of Denison.*

*Generally, these forward-looking statements and information can be identified by the use of forward-looking terminology such as plans, expects or does not expect, is expected, budget, scheduled, estimates, forecasts, intends, anticipates or does not anticipate, or believes, or variations of such words and phrases or state that certain actions, events or results may, could, would, might or will be taken, occur, be achieved or has the potential to.*

*Forward looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Denison to be materially different from those expressed or implied by such forward-looking statements. Denison believes that the expectations reflected in forward-looking statements and information are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements and information included in this press release should not be unduly relied upon. This information speaks only as of the date of this press release. In particular, this press release may contain forward-looking statements and information about Denison's offer and Denison's ability to complete its offer and the likelihood of the conditions to Denison's offer being satisfied.*

*There can be no assurance that such statements or information will prove to be accurate, as Denison's actual results and future events could differ materially from those anticipated in any forward-looking statements or information as a result of the factors discussed in or referred to under the heading Risk Factors in Denison's Annual Information Form dated March 13, 2013 available at <http://www.sedar.com>, and in its Form 40-F available at <http://www.sec.gov/edgar.shtml>.*

*Accordingly, readers should not place undue reliance on forward-looking statements or information. These factors are not and should not be construed as being exhaustive. The forward-looking statements and information contained in this press release is expressly qualified by this cautionary statement. Denison does not undertake any obligation to publicly update or revise any forward-looking statements or information after the date of this press release to conform such information to actual results or to changes in Denison's expectations except as otherwise required by applicable legislation.*

